

12-21-2001

Form PTO-1594
1-31-92

101923555

HEET
YU.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Racal Instruments, Inc.

- ☐ Individuals ☐ Association
☐ General Partnership - ☐ Limited Partnership:
☒ Corporation - State: Delaware
☐ Other:

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Interest ☐ Change of Name
☐ Other -

Execution Date: November 2, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/313525Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Francis L. McGrath, Legal AssistantInternal Address: White & Case LLPStreet Address: 1155 Avenue of the AmericasCity: New York State: NY ZIP: 10036

2. Name and address of receiving party(ies):

Name: BNP Paribas

Internal Address: _____

Street Address: 787 Seventh AvenueCity: New York State: New York ZIP: 10019

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-
☒ Other - Collateral Agent

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

Trademark Registration No.(s) _____

DEC - 7 2001

6. Total number of applications and registration involved

5

7. Total fee (37 CFR 3.41): \$ 140.00

- ☒ Enclosed
☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

23-1705 (in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

12/20/2001 TDIAZ1 00000154 76313525

01 FC:481
02 FC:48240.00 OP
100.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Francis L. McGrath

Name of Person Signing

Francis L. McGrath

Signature

Dec. 7, 2001

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

MARK

REG./APP. NO.

REG./APP. DATE

IsolATE

76/313525

18-Sept-2001

BUTTERFLYNET

76/292541

01-Aug-2001

ActivATE

75/718930

03-Jun-1999

Adapt-a-Switch

2482992

28-Aug-2001

Freedom

2049555

01-Apr-1997

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Racal Instruments, Inc., a Delaware corporation (the "Grantor") with principal offices at 4 Goodyear Street, Irvine CA 92618, hereby assigns and grants to BNP Paribas, as Collateral Agent, with principal offices at 787 Seventh Avenue, New York, New York 10019 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 2, 2001 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this


Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

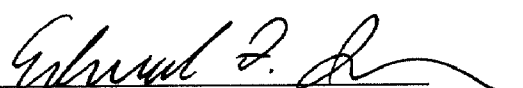
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the


____ day of November, 2001.

RACAL INSTRUMENTS, INC., as Grantor

By: 
Name:
Title:

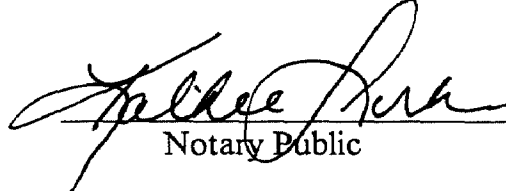
BNP PARIBAS,
as Collateral Agent and Grantee

By: 
Name: Edward T. Irwin
Title: Managing Director

By: 
Name: TIMOTHY W BIEKER
Title: VICE PRESIDENT

STATE OF New York
COUNTY OF New York) ss.:

On this 1st day of November, 2001, before me personally came Keith
Oster who, being by me duly sworn, did state as follows: that [s]he is
_____ of Racal Instruments, Inc., that [s]he is authorized to execute the foregoing
Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of
said corporation.


Notary Public

KATHIE SIRKIN
Notary Public, State of New York
No. 01SI4969346
Qualified in New York County
Commission Expires July 16, 2002

STATE OF NY)
COUNTY OF NY) ss:

On this 2nd day of November, 2001, before me personally came _____

Edward Frain who, being by me duly sworn, did state as follows: that [s]he is Managing Director of BNP Paribas, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Karen L. Doerner
Notary Public

KAREN L. DOERNER
Notary Public, State of New York
No. 01DO502360
Qualified in Queens County
Certificate Filed in New York County
Commission Expires on 02/14/2002